

KENNEDY, JENNIK & MURRAY, P.C.  
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Attorneys for IUE-CWA

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UNITED STATES BANKRUPTCY COURT	:
SOUTHERN DISTRICT OF NEW YORK	:
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In re:	:
	:
DELPHI CORPORATION, et al.,	:
	:
Debtors.	:
-----X	

Chapter 11  
Case No. 05-44481 (RDD)  
(Jointly Administered)

**DECLARATION OF THOMAS M. KENNEDY IN SUPPORT OF MOTION OF IUE-CWA PURSUANT TO SECTIONS 503(b)(3)(D) AND (b)(4) OF THE BANKRUPTCY CODE FOR ALLOWANCE AND PAYMENT OF FEES INCURRED IN MAKING A SUBSTANTIAL CONTRIBUTION TO THE DEBTORS' CHAPTER 11 CASE**

Thomas M. Kennedy, declares under penalty of perjury pursuant to 28 U.S.C. § 1746 that the following is true and correct:

1. I am an attorney duly admitted to practice law before the Bar of this Court. I am a member of Kennedy, Jennik & Murray, P.C. ("the Kennedy Firm"). I make this Declaration based on my personal knowledge of the facts stated herein. This Declaration is submitted in support of the Motion of IUE-CWA Pursuant to §§ 503(b)(3)(D) and (b)(4) of the Bankruptcy Code for Allowance and Payment of Fees Incurred in Making A Substantial Contribution to the Debtors' Chapter 11 Case ("the Motion").

2. Attached as Exhibit A to the Motion is a schedule of the fees and expenses incurred by IUE-CWA in the Debtors' chapter 11 case for which IUE-CWA seeks

reimbursement pursuant to the Motion. Exhibit A sets forth true and accurate entries from the Kennedy Firm's time records for work performed and expense incurred on behalf of IUE-CWA. The hourly rates of \$500 for myself, \$425 for other partners of our firm, and \$275 for associates, are substantially below the hourly rates that have been approved for other attorneys in this case.

3. IUE-CWA is only seeking reimbursement in connection with a limited amount of the Kennedy Firm's services rendered in connection with these cases. IUE-CWA is not seeking reimbursement for the Kennedy Firm's services rendered to IUE-CWA as a member of the Unsecured Creditors' Committee or for communications with and among IUE-CWA representatives. The request for reimbursement is limited to the negotiation of settlement agreements with the Debtors and litigation in which IUE-CWA played a role.

Dated: November 19, 2009  
New York, NY

  
THOMAS M. KENNEDY